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ACCOUNT NO. : 072100000032
REFERENCE : 927014 86450A
AUTHORIZATION : Patricia Pijoto
COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 14 PM 12:05

ORDER DATE : August 13, 1998
ORDER TIME : 2:49 PM
ORDER NO. : 927014-005
CUSTOMER NO: 86450A

200002616352--5

CUSTOMER: Ms. Shawn Jackson
MAIDA GALLOWAY & NEAL, P.A.
300 East Park Avenue
Tallahassee, FL 32301

DOMESTIC FILING

NAME: CYPRESS INSURANCE SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS:

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98 AUG 14 AM 11:33
DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
CYPRESS INSURANCE SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CYPRESS INSURANCE SERVICES, INC.

The address of the principal office of this corporation shall be c/o 300 East Park Avenue, Tallahassee, Florida 32301 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. The specific purpose is to engage in insurance business.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have five Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Alan H. Fishman Dir.	6 Willow Place, Brooklyn, New York 11201
Brook L. Cuddy Dir.	200 East 66th Street, Suite D-904, New York, New York 10021
Marc T. Wray Dir.	314 East 82nd Street, Suite 3FW, New York, New York 10028
Gary R. Harger Dir.	106 Wood Duck Road, Columbia, South Carolina 29223
Joel S. Grove Dir.	10 Bafford Court, Glen Arm, Maryland 21057

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 13, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar